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This instrument prepared by:  
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## CERTIFICATION OF TRUST

## THE HERBERT HOROWITZ AND NATALIE S. HOROWITZ REVOCABLE LIVING TRUST

NAME OF TRUST: THE HERBERT HOROWITZ AND NATALIE S. HOROWITZ  
 REVOCABLE LIVING TRUST

TRUST I.D. NUMBER: The Social Security Number of the Grantor(s)

DATE OF CREATION: The 19 day of September, 2000.

GRANTORS: HERBERT HOROWITZ and NATALIE S. HOROWITZ

SUCCESSOR TRUSTEES: Dr. Craig A. Horowitz and Dr. Brian D. Horowitz

We, HERBERT HOROWITZ and NATALIE S. HOROWITZ, currently the acting Trustees of the Trust, being duly sworn, certify and declare pursuant to T. C. A. §35-50-125(e) that the following provisions are true and correct under penalty of perjury.

1. HERBERT HOROWITZ and NATALIE S. HOROWITZ were residing at 3829 Cosgrave Cove, Memphis, Shelby County, Tennessee 38125, at the signing of the Trust and serve as the initial Co-Trustees (the "Trustees") of the Trust. Either Co-Trustee may sign individually on behalf of the trust.
2. The Trust includes sections naming the initial Trustees, creating the trust, empowering the trustee's, clearly stating the power of revocability of the Trust held by the Grantors, and designating successor trustees. Other sections of the Trust are of a personal nature and set forth the distribution of the trust property; and
3. Treasury Regulation Section 1.671-4(b) provides that pursuant to Treasury Regulation Section 301.6109-1(a)(2), the Trust does not need its own taxpayer identification number during the lifetime of the initial Trustees, and the social security number of either initial Trustee (Grantor) shall be used for tax reporting purposes.
4. The Trustees have, by this list of examples, powers and authority over the assets of THE HERBERT HOROWITZ AND NATALIE S. HOROWITZ REVOCABLE LIVING TRUST, as follows:
  - A. To exercise without notice, hearing, or approval of any court, all powers set forth in Part VI, Powers of the Trustee, as amended from time to time and as is then in effect.
  - B. To sell, lease, convey, exchange, abandon, pledge for security, and exercise all of the rights, powers and privileges which an absolute owner of these assets would have, which, in their discretion, the Trustees have chosen to receive subject to the terms of THE HERBERT HOROWITZ AND NATALIE S. HOROWITZ REVOCABLE LIVING TRUST.
  - C. Sale or Disposition of Trust Property. To sell, exchange, give options upon, partition, convey, or otherwise dispose of, with or without covenants (including covenants of warranty of title), any property that shall from time to time be or become a part of the Trust Assets,

at public or private sale or otherwise, for cash or other consideration, or on credit, and upon terms and conditions as the Trustee shall think advisable, and to transfer and convey the same free of all Trusts.

D. Investment of Trust Property. To invest and reinvest the Trust Assets from time to time in any property, real, personal, or mixed, including (without limiting the generality of the foregoing language) securities of domestic and foreign corporations and investment trusts, bonds, preferred stocks, common stocks, mortgage participations, and interests in common trust funds, with complete discretion as to converting realty into personalty, or personalty into realty, or otherwise changing the character of the Trust Assets, even though the investment (by reason of its character, amount, proportion to the total Trust Assets, or otherwise) would not be considered appropriate for a fiduciary apart from this provision, and even though the investment causes a greater proportion of the total Trust Assets to be invested in investments of one type or of one business or company than would be considered appropriate for a fiduciary apart from this provision.

E. Insurance. To insure any part of the Trust Assets against risks as the Trustee shall think fit, to be based on market values or costs, and the coverage to be full or partial as the Trustee shall think fit; to pay the premiums and to collect or adjust the losses; except as regards the Marital Trust, to acquire, hold, and pay premiums on insurance upon the life of any person or persons, and to exercise any and all rights to ownership; and to purchase other types of insurance or annuities for any beneficiary; provided, however, all incidents of ownership with respect to any policies of insurance on the life of any Trustee shall be vested in and exercisable solely by another Trustee.

This listing of some of the powers of the Trustees of THE HERBERT HOROWITZ AND NATALIE S. HOROWITZ REVOCABLE LIVING TRUST is not to be interpreted either in derogation of any right of the Trustees under the law or as restricting the discretion a prudent person would use in the management of property held for the benefit of others; nor shall this listing of some of the powers of the Trustees limit their general powers in dealing with third persons, for the Trustees are vested with and do have all rights, duties, powers, and privileges which an absolute owner of the assets of THE HERBERT HOROWITZ AND NATALIE S. HOROWITZ REVOCABLE LIVING TRUST would have.

Herbert Horowitz  
Herbert Horowitz, Initial Co-Trustee

Natalie S. Horowitz  
Natalie S. Horowitz, Initial Co-Trustee

STATE OF TENNESSEE     )  
COUNTY OF SHELBY     )

Personally appeared before me, the undersigned, a Notary Public in and for said county and state, Herbert Horowitz and Natalie S. Horowitz, with whom I am personally acquainted, and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand, at Memphis, Tennessee, this 19 day of September, 2000.

[Signature]  
Notary Public

My Commission expires: JAN 05 2003

